



PLM FINANCIAL SERVICES, INC.

655 Montgomery Street  
Twelfth Floor  
San Francisco, CA 94111

415/989-1860  
Telex 24430  
INTERSTATE COMMERCE COMMISSION

FEB 25 1988 3:00 PM

RECORDATION NO.

Date

File #

ICC Washington, D. C.

Ms. Mildred Lee  
Interstate Commerce Commission  
12th and Constitution Avenue, N.W.  
Room 2303  
Washington, D.C. 20423

February 19, 1988

Dear Ms. Lee:

For filing, enclosed please find one original and one copy of a Memorandum of Purchase and Sale and Lease Assignment between Leasco of Washington, Inc. and PLM Equipment Growth Fund II.

We understand that the original will be stamped by your office and returned to us for our records.

Thank you for your assistance in this matter. If you have any questions, please do not hesitate to call.

Very truly yours,

Anne J. Shuford  
Legal Assistant

MEMORANDUM OF PURCHASE AND SALE  
AND LEASE ASSIGNMENT

INTERSTATE COMMERCE COMMISSION

FEB 25 1988 3-00 PM

RECORDATION NO. 11864-K Filed 1/25

The undersigned hereby confirm that (a) a Purchase and Sale Agreement, dated as of November 30, 1987, and (b) three Assignment and Assumption of Lease Agreements dated November 30, 1987, have been entered into whereby Leasco of Washington, Inc. ("Assignor") has sold, assigned, transferred and delivered to PLM Equipment Growth Fund II, a California limited partnership (i) all of Assignor's rights, title and interest to the Equipment (as defined below), and (ii) all of Assignor's right, title and interests, powers, privileges and other benefits in, under and to that certain (a) Gondola Car Agreement between Emons Industries, Inc. ("Emons"), a New York corporation, and Philadelphia, Bethlehem & New England Railroad Company, a Pennsylvania corporation, dated as of September 7, 1979, Interstate Commerce Commission Recordation Number 11864G, as amended by Supplement and Amendment No. 1, dated as of May 23, 1980, Interstate Commerce Commission Recordation Number 11864H; (b) Gondola Car Agreement between Emons and Patapsco & Back Rivers Railroad Company, a Maryland corporation, dated as of September 7, 1979, Interstate Commerce Commission Recordation Number 11864D, as amended by Supplement and Amendment No. 1 dated as of April 23, 1980, Interstate Commerce Commission Recordation Number 11864E; and (c) Gondola Car Agreement between Emons and South Buffalo Railway Company, a New York corporation, dated as of September 7, 1979, Interstate Commerce Commission Recordation Number 11864A, as amended by Supplement and Amendment No. 1 dated as of May 1980, Interstate Commerce Commission Recordation Number 11864B; relating to one hundred eighteen (118) 100-ton, 52'-6", gondola cars with fixed ends, 3/8" thick flat steel floor and standard draft gear manufactured by Berwick in 1980, bearing marks PBNE 4000-4027, PBNE 4029-4039, PBR 5070-5099, SB 6150-6190, SB 6192-6199, inclusive (the "Equipment") and all payments and other sums accruing thereunder.

LEASCO OF WASHINGTON, INC.

By Maria L. Emerson  
Its Assistant V.P.

PLM EQUIPMENT GROWTH FUND II,  
a California limited partnership

By: PLM Financial Services, Inc.  
general partner

By Robert D. Fischman  
Its Vice President

STATE OF WASHINGTON )  
 ) ss.  
COUNTY OF KING )

On this 28<sup>th</sup> day of December, 1987, before me, a Notary Public in and for the State of Washington, personally appeared Marie L. Emerson, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person who executed this instrument, on oath stated that she was authorized to execute the instrument, and acknowledged it as the Assistant Vice President of Seattle-First National Bank to be the free and voluntary act and deed of said association for the uses and purposes mentioned in the instrument.

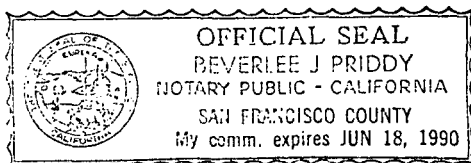
IN WITNESS WHEREOF, I have hereunto set my hand and official seal the day and year first above written.

William S. Vernon  
NOTARY PUBLIC in and for the State  
of Washington, residing at Seattle  
My appointment expires 9-10-89

STATE OF CALIFORNIA )  
 ) ss.  
COUNTY OF SAN FRANCISCO )

On this 29<sup>th</sup> day of December, 1987, before me, a Notary Public in and for the State of California, personally appeared Robert S. Leichter, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person who executed this instrument, on oath stated that he was authorized to execute the instrument, and acknowledged it as the Vice President of PLM Financial Services, Inc., the General Partner of PLM Equipment Growth Fund II, to be the free and voluntary act and deed of said limited partnership for the uses and purposes mentioned in the instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal the day and year first above written.



Beverlee J. Priddy  
NOTARY PUBLIC in and for the State  
of California, residing at \_\_\_\_\_  
My appointment expires 6-18-90

**Interstate Commerce Commission**

**Washington, D.C. 20423**

OFFICE OF THE SECRETARY

2/25/88

Anne J. Shuford, Legal Asst.  
PLM Financial Services, INC.  
655 Montgomery Street  
12th Floor  
San Francisco, CA 94111

Dear

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 2/25/88 at 3:00PM, and assigned recodation number(s). 11864-K

Sincerely yours,

*Nanta L. McGee*

Secretary

Enclosure(s)

